

RECORDATION NO. 24868 FILED

MAR 23 2004 2:45 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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March 23, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Rider 5, dated as of February 3, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

| | |
|---------|--|
| Lessor: | Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062 |
| Lessee: | General Mills Operations, Inc. Number One General Mills Boulevard Minneapolis, Minnesota 55426 |

Mr. Vernon A. Williams
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Page 2

A description of the railroad equipment covered by the enclosed document
is:

1 boxcar: MWCX 550045.

A short summary of the document to appear in the index is:

Memorandum of Rider 5.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

REGISTRATION NO. 24868 FILED

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MIDWEST RAILCAR CORPORATION
OPERATION BOARD

MEMORANDUM OF RIDER 5

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

GENERAL MILLS OPERATIONS, INC.

as Lessee

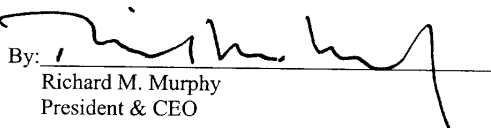
MEMORANDUM OF RIDER 5

THIS MEMORANDUM OF RIDER 5 is effective as of February 3, 2004 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation ("Lessee"), with reference to the following:

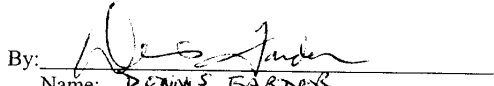
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, a certain railcar as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider 5 dated February 3, 2004 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

GENERAL MILLS OPERATIONS, INC.

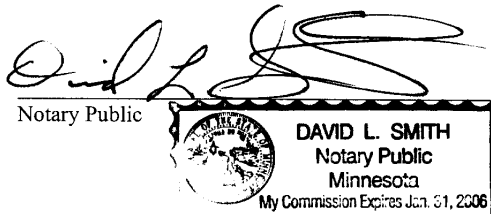
By: 
Name: DENNIS FARBER
Title: TRANSPORTATION MANAGER

STATE OF MN, CITY OF Elk River, TO WIT:

On this 17 day of Feb, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Feb 17, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

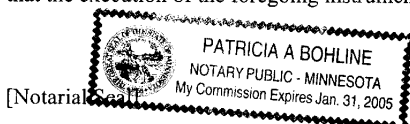
[Notarial Seal]

My commission expires: 1-31-06



STATE OF Minnesota, CITY OF Golden Valley, TO WIT:

On this 13th day of February, 2004 before me appeared, Dennis Fardner, to me personally known, who being by me duly sworn, says that he is a transportation mgr, of GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation, that said instrument was signed and sealed on February 13, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires: 2005/1/31

Patricia A Bohline
Notary Public

EXHIBIT A

Description of Railcars:

1 50 ft., 70-ton, insulated
boxcar with load dividers and
the following Car Mark and
Number:

MWCX 550045